

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

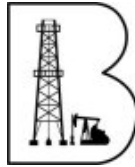
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 8, 2006 (February 2, 2006)



BERRY PETROLEUM COMPANY

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

1-9735
(Commission File Number)

77-0079387
(IRS Employer
Identification Number)

5201 TRUXTUN AVE., STE. 300, BAKERSFIELD, CA
(Address of Principal Executive Offices)

93309
(Zip Code)

Registrant's telephone number, including area code: **(661) 616-3900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note:

On February 2, 2006, Berry Petroleum Company filed a Form 8-K announcing that J. Frank Keller had been elected to the Berry Petroleum board of directors. That filing included "Item 5.02(c) Election of Directors, Appointment of Principal Officers". Item 5.02 should have used paragraph (d) instead of (c). This Form 8-K/A is being filed to correct Item 5.02 with the correct paragraph letter.

Item 5.02(d) Election of Directors

Berry Petroleum Company announced that J. Frank Keller has been elected to the Board of Directors, effective February 2, 2006.

Mr. Keller will serve on the Corporate Governance and Nominating Committee.

Mr. Keller has more than 25 years of experience in the oil and gas industry having most recently served as the vice chairman of the board and chief operating officer of Bill Barrett Corporation, a company founded in 2002 to focus on oil and gas exploration and development in the Rocky Mountain Region. Mr. Keller was previously a co-founder of Barrett Resources Corporation in 1981 and served as Barrett Resources' executive vice president from 1983 until Barrett Resources was acquired in August 2001. He also served as chief financial officer, secretary and as a director of Barrett Resources at various times and recently retired from Bill Barrett Corporation. Mr. Keller has a BS degree from Kansas State University and an MBA from Colorado State University.

Item 7.01. Regulation FD Disclosure

The Company issued a news release on February 2, 2006, which announced the appointment of Mr. Keller to the Board of Directors. A copy of the news release is furnished with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 News Release by Berry Petroleum Company dated February 2, 2006, titled "Berry Petroleum Company Names J. Frank Keller to Board of Directors."

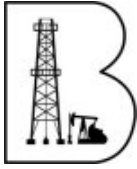
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

BERRY PETROLEUM COMPANY

By: /s/ Kenneth A. Olson
Kenneth A. Olson
Corporate Secretary

Date: February 8, 2006



News Release

Berry Petroleum Company

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Bakersfield, California 93309-0640

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BERRY PETROLEUM COMPANY NAMES J. FRANK KELLER TO BOARD OF DIRECTORS

Bakersfield, CA - February 2, 2006 - Berry Petroleum Company (NYSE:BRY) announced that J. Frank Keller has been elected to the Board of Directors, effective February 2, 2006.

Martin H. Young, chairman of the board, said, "We are pleased that Frank Keller is joining Berry's Board. Frank brings deep operational and financial knowledge and experience, particularly in the Rocky Mountain/Mid-Continent Region. His advice will be valuable as we continue to grow our Company."

Mr. Robert F. Heinemann, president and chief executive officer of Berry, stated, "Frank is very familiar with Berry and of course he has tremendous experience in finance, exploration, production and operations. Berry's transformation is ongoing particularly with its exploration activity in the Rocky Mountains and Frank's willingness to be part of the Board continues to move Berry forward in its growth strategy."

Mr. Keller has more than 25 years of experience in the oil and gas industry having most recently served as the vice chairman of the board and chief operating officer of Bill Barrett Corporation, a company founded in 2002 to focus on oil and gas exploration and development in the Rocky Mountain Region. Mr. Keller was previously a co-founder of Barrett Resources Corporation in 1981 and served as Barrett Resources' executive vice president from 1983 until Barrett Resources was acquired in August 2001. He also served as chief financial officer, secretary and as a director of Barrett Resources at various times and recently retired from Bill Barrett Corporation. Mr. Keller has a BS degree from Kansas State University and an MBA from Colorado State University.

About Berry Petroleum Company

Berry Petroleum Company is a publicly traded independent oil and gas production and exploitation company with its headquarters in Bakersfield, California and a regional office in Denver, Colorado. Since 2003, Berry has added over 1,000,000 acres to its oil and gas asset portfolio with acreage in California, Utah, Colorado, Kansas, Nebraska and North Dakota. Visit www.bry.com for more information.

Safe harbor under the "Private Securities Litigation Reform Act of 1995"

Any statements in this news release that are not historical facts are forward-looking statements that involve risks and uncertainties. Words such as "will," "ongoing," "strategy," and others indicate forward-looking statements and important factors which could affect actual results are discussed in Part II of Berry's Form 10-K filed with the Securities and Exchange Commission, under the heading "Other Factors Affecting the Company's Business and Financial Results" in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations."

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